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Form **990-T**

Department of the Treasury  
Internal Revenue Service

**Exempt Organization Business Income Tax Return**  
(and proxy tax under section 6033(e))

For calendar year 2011 or other tax year beginning **JUN 1, 2011**, and ending **MAY 31, 2012**

OMB No 1545-0687

**2011**

Open to Public Inspection for  
501(c)(3) Organizations Only

<b>A</b> <input type="checkbox"/> Check box if address changed	Name of organization ( <input type="checkbox"/> Check box if name changed and see instructions.) <b>THE ROBERT MAPPLETHORPE FOUNDATION, INC.</b>	<b>D</b> Employer identification number (Employees' trust, see instructions) <b>13-3480472</b>
<b>B</b> Exempt under section <input checked="" type="checkbox"/> 501(c)(3) ) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	<b>Print or Type</b> Number, street, and room or suite no. If a P.O. box, see instructions. <b>477 MADISON AVENUE 15TH FLOOR</b> City or town, state, and ZIP code <b>NEW YORK, NY 10022</b>	<b>E</b> Unrelated business activity codes (See instructions) <b>711190</b>

**C** Book value of all assets at end of year **232167230.**

**F** Group exemption number (See instructions.)

**G** Check organization type  501(c) corporation  501(c) trust  401(a) trust  Other trust

**H** Describe the organization's primary unrelated business activity. **SALES OF WORKS OF ART (PHOTOGRAPHS)**

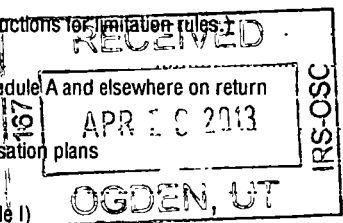
**I** During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group?  Yes  No  
If "Yes," enter the name and identifying number of the parent corporation.

**J** The books are in care of **MICHAEL WARD STOUT ESQ.** Telephone number **212-754-6120**

<b>Part I Unrelated Trade or Business Income</b>		(A) Income	(B) Expenses	(C) Net
<b>1a</b> Gross receipts or sales	<b>3,203,539.</b>			
<b>b</b> Less returns and allowances		<b>1c 3,203,539.</b>		
<b>2</b> Cost of goods sold (Schedule A, line 7)		<b>2 3,092,260.</b>		
<b>3</b> Gross profit. Subtract line 2 from line 1c		<b>3 111,279.</b>		<b>111,279.</b>
<b>4a</b> Capital gain net income (attach Schedule D)		<b>4a</b>		
<b>b</b> Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)		<b>4b</b>		
<b>c</b> Capital loss deduction for trusts		<b>4c</b>		
<b>5</b> Income (loss) from partnerships and S corporations (attach statement)		<b>5</b>		
<b>6</b> Rent income (Schedule C)		<b>6</b>		
<b>7</b> Unrelated debt-financed income (Schedule E)		<b>7</b>		
<b>8</b> Interest, annuities, royalties, and rents from controlled organizations (Sch. F)		<b>8</b>		
<b>9</b> Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)		<b>9</b>		
<b>10</b> Exploited exempt activity income (Schedule I)		<b>10</b>		
<b>11</b> Advertising income (Schedule J)		<b>11</b>		
<b>12</b> Other income (See instructions; attach schedule.) <b>STATEMENT 22</b>		<b>12 260,000.</b>		<b>260,000.</b>
<b>13 Total.</b> Combine lines 3 through 12		<b>13 371,279.</b>		<b>371,279.</b>

**Part II Deductions Not Taken Elsewhere** (See instructions for limitations on deductions)  
(Except for contributions, deductions must be directly connected with the unrelated business income.)

<b>14</b> Compensation of officers, directors, and trustees (Schedule K)	<b>14</b>	
<b>15</b> Salaries and wages	<b>15</b>	<b>239,679.</b>
<b>16</b> Repairs and maintenance	<b>16</b>	
<b>17</b> Bad debts	<b>17</b>	
<b>18</b> Interest (attach schedule)	<b>18</b>	
<b>19</b> Taxes and licenses	<b>19</b>	<b>19,846.</b>
<b>20</b> Charitable contributions (See instructions for limitation rules.)	<b>20</b>	
<b>21</b> Depreciation (attach Form 4562)	<b>21</b>	<b>669.</b>
<b>22</b> Less depreciation claimed on Schedule A and elsewhere on return	<b>22a</b>	<b>22b 669.</b>
<b>23</b> Depletion	<b>23</b>	
<b>24</b> Contributions to deferred compensation plans	<b>24</b>	
<b>25</b> Employee benefit programs	<b>25</b>	
<b>26</b> Excess exempt expenses (Schedule I)	<b>26</b>	
<b>27</b> Excess readership costs (Schedule J)	<b>27</b>	
<b>28</b> Other deductions (attach schedule) <b>SEE STATEMENT 23</b>	<b>28</b>	<b>825,799.</b>
<b>29 Total deductions.</b> Add lines 14 through 28	<b>29</b>	<b>1,085,993.</b>
<b>30</b> Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	<b>30</b>	<b>-714,714.</b>
<b>31</b> Net operating loss deduction (limited to the amount on line 30)	<b>31</b>	<b>0.</b>
<b>32</b> Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	<b>32</b>	<b>-714,714.</b>
<b>33</b> Specific deduction (Generally \$1,000, but see instructions for exceptions.)	<b>33</b>	<b>1,000.</b>
<b>34 Unrelated business taxable income.</b> Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	<b>34</b>	<b>-714,714.</b>



SCANNED

**Part III Tax Computation**

**35 Organizations Taxable as Corporations.** See instructions for tax computation.  
 Controlled group members (sections 1561 and 1563) check here  See instructions and:  
**a** Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):  
 (1) \$ \_\_\_\_\_ (2) \$ \_\_\_\_\_ (3) \$ \_\_\_\_\_  
**b** Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ \_\_\_\_\_  
 (2) Additional 3% tax (not more than \$100,000) \$ \_\_\_\_\_  
**c** Income tax on the amount on line 34 **35c** 0.  
**36 Trusts Taxable at Trust Rates.** See instructions for tax computation. Income tax on the amount on line 34 from:  
 Tax rate schedule or  Schedule D (Form 1041) **36**  
**37 Proxy tax.** See instructions **37**  
**38 Alternative minimum tax** **38**  
**39 Total.** Add lines 37 and 38 to line 35c or 36, whichever applies **39** 0.

**Part IV Tax and Payments**

**40a** Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) **40a**  
**b** Other credits (see instructions) **40b**  
**c** General business credit. Attach Form 3800 **40c**  
**d** Credit for prior year minimum tax (attach Form 8801 or 8827) **40d**  
**e** Total credits. Add lines 40a through 40d **40e**  
**41** Subtract line 40e from line 39 **41** 0.  
**42** Other taxes. Check if from:  Form 4255  Form 8611  Form 8697  Form 8866  Other (attach schedule) **42**  
**43** Total tax. Add lines 41 and 42 **43** 0.  
**44a** Payments: A 2010 overpayment credited to 2011 **44a**  
**b** 2011 estimated tax payments **44b**  
**c** Tax deposited with Form 8868 **44c**  
**d** Foreign organizations: Tax paid or withheld at source (see instructions) **44d**  
**e** Backup withholding (see instructions) **44e**  
**f** Credit for small employer health insurance premiums (Attach Form 8941) **44f**  
**g** Other credits and payments:  Form 2439  Form 4136  Other \_\_\_\_\_ Total **44g**  
**45** Total payments. Add lines 44a through 44g **45**  
**46** Estimated tax penalty (see instructions). Check if Form 2220 is attached  **46**  
**47** Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed **47** 0.  
**48** Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid **48** 0.  
**49** Enter the amount of line 48 you want: Credited to 2012 estimated tax  Refunded  **49**

**Part V Statements Regarding Certain Activities and Other Information** (see instructions)

**1** At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here  Yes  No  
**2** During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file  Yes  No  
**3** Enter the amount of tax-exempt interest received or accrued during the tax year  \$

**Schedule A - Cost of Goods Sold.** Enter method of inventory valuation **LOWER OF COST OR MARKET**

<b>1</b> Inventory at beginning of year	<b>1</b> 6,625,000.	<b>6</b> Inventory at end of year	<b>6</b> 5,901,000.
<b>2</b> Purchases	<b>2</b> 1,053,500.	<b>7</b> Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	<b>7</b> 3,092,260.
<b>3</b> Cost of labor	<b>3</b>	<b>8</b> Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>4a</b> Additional section 263A costs	<b>4a</b>		
<b>b</b> Other costs (attach schedule)	<b>4b</b> 1,314,760.		
<b>5</b> Total. Add lines 1 through 4b	<b>5</b> 8,993,260.		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign Here** *Michael Stout* 4/12/13 **President**  
 Signature of officer Date Title

May the IRS discuss this return with the preparer shown below (see instructions)?  Yes  No

**Paid Preparer Use Only**

Print/Type preparer's name **MARTIN GREIF** Preparer's signature *Martin Greif* Date **4/12/13** Check  if self-employed PTIN **P00029738**

Firm's name **MCGLADREY LLP** Firm's EIN **42-0714325**

Firm's address **1185 AVENUE OF THE AMERICAS** Phone no. **212-372-1000**  
**NEW YORK, NY 10036-2602**

THE ROBERT MAPPLETHORPE FOUNDATION, INC.

Form 990-T (2011) C/O MICHAEL STOUT, ESQ.

13-3480472

Page 3

**Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)** (see instructions)

1. Description of property

(1)
(2)
(3)
(4)

2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total	0.	Total 0.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) **0.** (b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) **0.**

**Schedule E - Unrelated Debt-Financed Income** (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)			
(2)			
(3)			
(4)			

4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		

Totals **0.** Enter here and on page 1, Part I, line 7, column (A) **0.** Enter here and on page 1, Part I, line 7, column (B) **0.**

**Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations** (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				

Totals **0.** Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A). **0.** Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B). **0.**

THE ROBERT MAPPLETHORPE FOUNDATION, INC.

Form 990-T (2011) C/O MICHAEL STOUT, ESQ.

13-3480472

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**Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization**

(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col 3 plus col 4)
(1)				
(2)				
(3)				
(4)				
	Enter here and on page 1, Part I, line 9, column (A)			Enter here and on page 1, Part I, line 9, column (B)
<b>Totals</b>	<b>0.</b>			<b>0.</b>

**Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income**

(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net Income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols 5 through 7	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
	Enter here and on page 1, Part I, line 10, col (A)	Enter here and on page 1, Part I, line 10, col (B)				Enter here and on page 1, Part II, line 26
<b>Totals</b>	<b>0.</b>	<b>0.</b>				<b>0.</b>

**Schedule J - Advertising Income** (see instructions)

**Part I Income From Periodicals Reported on a Consolidated Basis**

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col 2 minus col 3). If a gain, compute cols 5 through 7	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
<b>Totals (carry to Part II, line (5))</b>	<b>0.</b>	<b>0.</b>				<b>0.</b>

**Part II Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col 2 minus col 3). If a gain, compute cols 5 through 7	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
<b>(5) Totals from Part I</b>	<b>0.</b>	<b>0.</b>				<b>0.</b>
	Enter here and on page 1, Part I, line 11, col (A)	Enter here and on page 1, Part I, line 11, col (B)				Enter here and on page 1, Part II, line 27
<b>Totals, Part II (lines 1-5)</b>	<b>0.</b>	<b>0.</b>				<b>0.</b>

**Schedule K - Compensation of Officers, Directors, and Trustees** (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
<b>Total. Enter here and on page 1, Part II, line 14</b>			<b>0.</b>

FORM 990-T	OTHER INCOME	STATEMENT 22
DESCRIPTION		AMOUNT
EXHIBITION/LOAN FEE		260,000.
TOTAL TO FORM 990-T, PAGE 1, LINE 12		260,000.

FORM 990-T	OTHER DEDUCTIONS	STATEMENT 23
DESCRIPTION		AMOUNT
ACCOUNTING FEES		3,226.
ADP FEE		1,802.
COMPUTER EXPENSES		6,562.
FILM & PROCESSING		7,268.
FRAMING/STORAGE & INSURANCE		95,615.
INSURANCE		698.
LEGAL FEES		471,346.
LIBRARY		2,866.
MISCELLANEOUS		5,210.
OFFICE EXPENSE, SUPPLIES & MAINTENANCE		5,687.
PENSION PLAN, BENEFITS		26,749.
POSTAGE, DELIVERY & SHIPPING		11,077.
PROMOTION		1,330.
PUBLIC RELATIONS		14,784.
RENT		104,023.
TELEPHONE & UTILITIES		19,243.
TRAVEL/CONFERENCE/MEETINGS		43,472.
WEBSITE AND WEB HOSTING		3,420.
WORKERS COMP & DISABILITY		1,421.
TOTAL TO FORM 990-T, PAGE 1, LINE 28		825,799.

FORM 990-T	COST OF GOODS SOLD - OTHER COSTS	STATEMENT 24
DESCRIPTION		AMOUNT
COMMISSIONS-GALLERIES		1,314,760.
TOTAL TO FORM 990-T, SCHEDULE A, LINE 4B		1,314,760.

The Robert Mapplethorpe Foundation, Inc.  
EIN 13-3480472  
For the year ended 05/31/2012

Form 990-T, Part II, Line 31 - Net Operating Loss

	<u>Federal</u>
From 05/31/2002	5,148,709
Utilized on 05/31/2011	(907,549)
From 05/31/2003	213,952
From 05/31/2004	331,490
From 05/31/2005	381,067
From 05/31/2009	687,294
From 05/31/2010	936,617
From 05/31/2012	714,714
Total NOL Carryovers	<u><u>7,506,294</u></u>

The Robert Mapplethorpe Foundation, Inc.  
EIN 13-3480472  
For the year ended 05/31/2012

**ELECTION TO RELINQUISH  
NET OPERATING LOSS CARRYBACK PERIOD**

Taxpayer incurred a net operating loss in its tax year May 31, 2012 and is entitled to a two-year carryback period with respect to that loss under Code Sec. 172(b)(1) of the Internal Revenue Code.

Pursuant to Code Sec. 172(b)(3), the taxpayer hereby elects to relinquish the entire carryback period with respect to the net operating loss incurred in its tax year ended May 31, 2012.



## Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

*Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.*  
**Electronic filing (e-file)** - You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>THE ROBERT MAPPLETHORPE FOUNDATION, INC. C/O MICHAEL STOUT, ESQ.</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>13-3480472</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>477 MADISON AVENUE 15TH FLOOR</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10022</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 07

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**MICHAEL WARD STOUT ESQ.**

- The books are in the care of ▶ **477 MADISON AVENUE 15TH FLOOR - NEW YORK, NY 10022**  
Telephone No. ▶ **212-754-6120** FAX No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **APRIL 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year \_\_\_\_\_ or  
 ▶  tax year beginning **JUN 1, 2011**, and ending **MAY 31, 2012**

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	0.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	0.
<b>c</b> Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)